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*Counsel to the RALI Certificate Underwriters*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re:	)	Chapter 11
	)	
RESIDENTIAL CAPITAL, LLC., <i>et al.</i> ,	)	Case No. 12-12020 (MG)
	)	
Debtors.	)	Jointly Administered
_____	)	

**FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019 VERIFIED STATEMENT OF  
FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP**

Fried, Frank, Harris, Shriver & Jacobson LLP (“**Fried Frank**”), in connection with its representation of certain creditors of certain of the above captioned debtors and debtors in possession (collectively, the “**Debtors**”) submits this Federal Rule of Bankruptcy Procedure 2019 verified statement (the “**Verified Statement**”) and respectfully states as follows:

1. As of the date of this Verified Statement, Fried Frank represents the holders of the indemnity and contribution claims identified on Exhibit A attached hereto (the “**RALI Certificate Underwriters**”) in their capacity as RALI Certificate Underwriters in connection with the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”). Fried Frank does not represent or purport to represent any entities other than the RALI Certificate Underwriters in connection with the Chapter 11 Cases. The RALI Certificate Underwriters do not represent or purport to represent any entities in connection with the Chapter 11 Cases.

2. In October 2008, certain RALI Certificate Underwriters, in their capacities as underwriters in connection with certain Residential Accredit Loans, Inc. (“**RALI**”) Mortgage Asset-Backed Pass-Through Certificates offered by certain RALI trusts, engaged Fried Frank to represent them in connection with the securities class action entitled *New Jersey Carpenters Health Fund, et al. v. Residential Capital, LLC, et al.*, filed in the Supreme Court of the State of New York and subsequently removed to the U.S. District Court for the Southern District of New York (Civ. No. 08-8781(HB)). Since that time, certain other underwriters have entered into and left the engagement. As of the date of this Verified Statement, Fried Frank represents only the RALI Certificate Underwriters identified on Exhibit A and solely in their capacities as RALI Certificate Underwriters.

3. The RALI Certificate Underwriters hold claims against the Debtors’ estates arising from certain underwriting agreements pursuant to which certain Debtors, agreed to indemnify the RALI Certificate Underwriters against certain claims, losses, damages and liabilities. The RALI Certificate Underwriters also have claims against the Debtors based on their rights of subrogation, contribution, indemnity and similar remedies. The address and nature and amount of each RALI Certificate Underwriter’s disclosable economic interest held in relation to the Debtors as of the date hereof is set forth on Exhibit A.<sup>1</sup> The information contained in Exhibit A is based upon information provided by the RALI Certificate Underwriters to Fried Frank and is subject to change. The RALI Certificate Underwriters have used reasonable efforts to determine all of their disclosable economic interests in the Debtors; however, given the size of the each of the RALI Certificate Underwriters and the number and the complexity of the Debtors, it is possible that economic interests may have been inadvertently overlooked.

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<sup>1</sup> The nature and amount of disclosable economic interests set forth herein are solely with respect to the RALI Certificate Underwriters and does not include any claims that may be held by any of their affiliates.

4. Neither the filing of this Verified Statement nor any subsequent appearance, pleading, claim, or suit is intended or shall be deemed to waive: (i) the right to have orders in non-core matters entered only after de novo review by a district court; (ii) the right to trial by jury in any proceeding so triable in any case, controversy or adversary proceeding; or (iii) the right to have the reference withdrawn in any matter subject to mandatory or discretionary withdrawal of the RALI Certificate Underwriters. In addition, all other rights, claims, actions, defenses, setoffs, or recoupments to which each RALI Certificate Underwriter is or may be entitled under agreements, in law, or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments are expressly reserved, and nothing contained in this Verified Statement (or the exhibits hereto) should be construed as a limitation upon, or waiver of, any RALI Certificate Underwriter's rights to assert, file and/or amend its claims in accordance with applicable law and any orders entered in these cases.

5. The undersigned verifies under penalty of perjury that the foregoing is true and correct to the best of his knowledge and belief.

Dated: New York, New York  
June 25, 2013

Respectfully Submitted,

By: /s/ Gary L. Kaplan  
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*Counsel to the RALI Certificate Underwriters*

**Exhibit A**

<b>Name of Creditor</b>	<b>Address of Creditor</b>	<b>Nature and Amount of Disclosable Economic Interest<sup>2</sup></b>
Citigroup Global Markets, Inc.	388 Greenwich Street New York, NY 10013	<ul style="list-style-type: none"><li>• Indemnity and contribution claims, as more fully described in Citigroup Global Markets, Inc.'s proofs of claim. See proofs of claim #5032, 5036, 5038, 5043, 5044, 5045, 5046, 5049, 5050, 5074 and 5075</li><li>• \$6,587,500 face amount of the 5.125% Senior Unsecured Notes due 2012 (ISIN: XS0254758872)</li><li>• \$14,348,000 face amount of the 6.5% Senior Unsecured Notes due 2013 (CUSIP: 76113BARO)</li><li>• \$1,148,000 face amount of the 9.625% Junior Secured Notes due 2015 (CUSIP: 76114EAH5)</li></ul>
Deutsche Bank Securities Inc.	60 Wall Street New York, NY 10005	<ul style="list-style-type: none"><li>• Indemnity and contribution claims, as more fully described in Deutsche Bank Securities Inc.'s proofs of claim. See proofs of claim #1707, 1708, 1709, 1710, 1711, 1712 and 1713</li><li>• \$245,000 face amount of the 9.625% Junior Secured Notes due 2015 (CUSIP: 76114EAH5)</li></ul>

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<sup>2</sup> The creditors may also have interests in certain RMBS Trusts, for which certain Debtors acted as sponsor, depositor, servicer, master servicer or in other similar capacities.

Goldman, Sachs & Co.	200 West Street New York, NY 10282	<ul style="list-style-type: none"><li>• Indemnity and contribution claims, as more fully described in Goldman, Sachs &amp; Co.'s proofs of claim. See proofs of claim #5076 and 5077</li><li>• \$12,279,000 face amount of the 9.625% Junior Secured Notes due 2015 (CUSIP: 76114EAH53)</li><li>• \$785,841 face amount of the 8.875% Senior Unsecured Notes due 2015 (CUSIP: 76113BAE92)</li><li>• \$30,000 face amount of the 6.5% Senior Unsecured Notes due 2012 (CUSIP: 76114EAC6)</li><li>• \$54,140,000 face amount of the 6.5% Senior Unsecured Notes due 2013 (short position) (CUSIP: 76113BARO)</li><li>• \$19,518,000 face amount of the 7.125% Senior Unsecured Notes due 2012 (CUSIP: 9LN00NSP5)</li></ul>
UBS Securities, LLC	1285 Avenue of the Americas New York, NY 10019	<ul style="list-style-type: none"><li>• Indemnity and contribution claims, as more fully described in UBS Securities, LLC's proofs of claim. See proofs of claim #4447, 4450 and 4457</li><li>• \$34,382,000 face amount of the 9.625% Junior Secured Notes due 2015 (CUSIP: 76114EAH5)</li></ul>